

**MINUTES OF THE MEETING OF THE  
UNIFORM COMMERCIAL CODE COMMITTEE  
OF THE STATE BAR OF CALIFORNIA**

October 8, 2002  
10:45 a.m. to 2:15 pm.

Meeting at  
The Office of the California Secretary of State

The October 8, 2002 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 10:45 a.m. with Peter Szurley and Pauline Stevens presiding.

**A. Administrative Matters.**

1. Welcome. Peter Szurley noted that several new members were in attendance and welcomed them.

2. Appointment of Secretary. Gary Rosenbaum was appointed as the secretary for the meeting.

3. Approval of November Meeting Minutes. The minutes of the September 11, 2002 meeting were approved in the form disseminated prior to the meeting with the exception that the minutes were corrected to reflect that Pauline Stevens has been added to the Article 1 subcommittee.

4. Future Meeting Dates/Locations. The Committee reconfirmed and established future meeting dates as follows:

November 12, 2002 (Tuesday), Videoconference, 9:30 a.m.

December 3, 2002 (Tuesday), Videoconference, 9:30 a.m.

January 3, 2003 (Friday), Videoconference, 9:30 a.m.

February 4, 2003 (Tuesday), Videoconference, 9:30 a.m.

March 11, 2003 (Tuesday), Videoconference, 9:30 a.m.

April 4, 2003 (Friday), Los Angeles (Business Law Section Spring Meeting)

The date for the January 3, 2003 meeting was originally scheduled for January 7, 2003, but was changed to January 3, 2003. The location of all videoconference meetings will be at Morrison & Foerster's offices.

**B. Membership.**

1. New Applications. The Committee discussed the application of a potential new Committee member and agreed to submit her application to the Executive Committee for approval.

2. Subcommittees. Certain of the new members volunteered for various subcommittees. Jill Matichak will be a member of the legal opinion subcommittee. Nicole Dale Slaton, Robert

Slattery, Vasco Morais and Stephan Eberle will be members of the subcommittee monitoring development of the California's new electronic filing system. Stephan Eberle and Vasco Morais will also be a member of the website subcommittee.

**C. Revised Article 1 Project.**

Andy Erskine, the subcommittee's chairperson, reported that a number of comments have been received to date. Andy Erskine and Pauline Stevens are preparing the revised draft of the report, and they expect to be able to deliver this revised draft to the remaining members of the Committee by November 5. The Committee members are requested to read the revised draft of the report and prepare comments prior to the November 12 meeting so that it can be finalized in order to have an influence on this legislation.

**D. Revised Articles 3 and 4 Project.**

Jim Purvis, the subcommittee's chairperson, reported that the subcommittee members were working on their respective reports on the six major topics within Articles 3 and 4 that had been identified by the subcommittee. Drafts of each of these reports (other than the suretyship section) are expected to be distributed by the end of the week of October 14, 2002. Peter Szurley will describe the timetable for Committee members to provide comments to these reports in e-mails accompanying the distribution of these draft reports. Peter reminded the Committee members that a full discussion of the Revised Articles 3 and 4 reports would take place at the November 12th meeting.

**E. CLE Programs and Publication.**

Harry Sigman reported that he, Sandra Shippey and Kathy Vasquez are prepared for the presentation at the Annual State Bar Meeting in Monterey, scheduled for October 10th, between 2:15 p.m. and 4:15 p.m. There was some discussion about possible corporate governance and ethics topics that the Committee could present at the Annual Spring State Bar Meeting (2003). Any member of the Committee who has any further ideas on possible topics for the Spring 2003 meeting was asked to contact Peter Szurley or Pauline Stevens.

**F. Legal Opinion Task Force.**

Dolph Hellman and Pamela Martinson reported that the subcommittee continues to hold meetings every two to three weeks and estimates that the first draft of the report might be completed after the next subcommittee meeting. Bob Spjut continues to act as the subcommittee's reporter. It was suggested that a current member of the Committee serve as chairperson of the subcommittee. Martin Fleisher was nominated and elected as chairperson of the subcommittee.

**G. Website Review and Development.**

Gary Rosenbaum, the subcommittee's chairperson, reported that the website continued to be running smoothly and reminded members of the Committee that suggestions for additional material to be added to the website are welcome. Peter Szurley advised the Committee that the State Bar is exploring the establishment of a listserv to facilitate dialogue between Committee meetings. In

addition, Peter asked for suggestions of attorneys to be added to the list of members of the UCC Committee of the Business Law Section because his latest review of the membership records showed that there were currently only approximately 50 members.

#### **H. Secretary of State Automation Project.**

Kathleen Vasquez (Manager of the UCC Division of the Office of the California Secretary of State) and Ron Ross (who works for the vendor from which the software was purchased) presented to the Committee copies of the drafts of the screens to be used in the current version of the California on-line searching and filing system which is based on the system as in use in Texas. The Committee members provided extensive input on and posed questions relating to the draft screens and other feedback regarding modifications that might be considered to make the system more user-friendly. Kathleen advised the Committee that the backfile imaging and conversion process was proceeding well and had reached the halfway mark. Kathleen stated that the imaging and conversion process would be complete prior to the time that that on-line filing system was ready to be enabled.

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The meeting was adjourned at approximately 2:15 p.m.